

OSTER
Researching Services

12897 Colonial Dr • Mt Airy, Md 21771
301-253-6040

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 2 9 18 AM '96

October 2, 1996

RECORDATION NO. 20283-C FILED 1425

OCT 2 1996 9 20 AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Bill of Sale dated 9/30/96 between the following parties:

Vendor: Dakota, Minnesota & Eastern Railroad
Post Office Box 178
Brookings, SD 57006

Vendee: U.S. Bancorp Leasing & Financial
825 N.E. Mulnomah, #800
Portland, OR 97232

The equipment involved in this transaction includes:

Equipment: 37, Ballast Cars
DME 200-236

1, Difco Side Air Dump Car
DME 237

Please record this agreement as a secondary document to STB Recordation #20283. The filing fee of \$22 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Counterparts - Mary Ann Oster

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

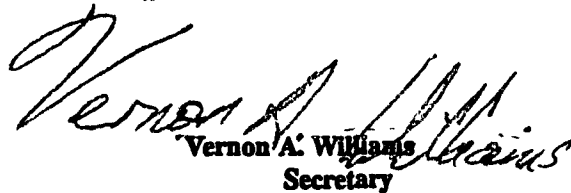
10/2/96

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD. 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/2/96 at 9:20AM , and assigned recordation number(s). 20283-C.

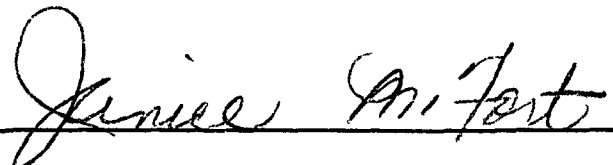
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 . . . The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



BILL OF SALE



30283-C
OCT 2 1996 3:20 AM

1. **FOR VALUE RECEIVED** Dakota, Minnesota & Eastern Railroad Corporation, whose address is **PO Box 178, Brookings, South Dakota 57006** ("Seller"), does hereby sell to **U.S. Bancorp Leasing & Financial**, having its principal corporate office at **825 N.E. Multnomah, Suite 800, Portland, Oregon 97232** ("Buyer"), the following personal property ("Property"):

One (1) Difco Side Air Dump Car, Reporting Mark DME; Running Number 237. Thirty-Seven (37) Ballast Cars, Reporting Marks DME; Running Numbers 200 Through 236. Each of the above units are complete as equipped including, but not limited to, all attachments, accessories & replacements relating thereto.

2. Seller promises that the Property is located at:
- the railroad lines of Seller in Chadron, Nebraska.**
3. Seller hereby transfers to the Buyer all right, title and interest, including any and all ownership interest, which the Seller has in or to the Property. Seller covenants and certifies that it is the owner of the Property, has the right to sell the same and warrants it free from all liens, encumbrances, claims and demands of all persons whomsoever. This sale is "as is" "where is".
4. Seller promises that this sale is not part of a sale of all or substantially all of the assets of Seller, or part of a "bulk transfer" under the Uniform Commercial Code.
5. Seller agrees to the terms of this Bill of Sale, acknowledges that it is given for good and valuable consideration, and acknowledges that Seller has received such consideration and that it is sufficient.

This BILL OF SALE is made on September 30, 1996.

Dakota, Minnesota & Eastern Railroad Corporation
[Seller]

By: Kurt Feaster
Kurt Feaster
Chief Financial Officer

STATE OF SOUTH DAKOTA

COUNTY OF BROOKINGS

)
) ss.
)

SUBSCRIBED AND SWORN TO before me and known to me to be Kurt Feaster, Chief Financial Officer of the Dakota, Minnesota & Eastern Railroad Corporation on this the 30th day of September, 1996

Joyce E. Hock
Notary Public, Joyce E. Hock
My Commission Expires: May 5, 2002



ADDRESS FOR ALL NOTICES:
825 N.E. Multnomah, Suite 800
Portland, OR 97232

0370.294